

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.,¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	

STATE OF ILLINOIS)	
)	ss:
COUNTY OF COOK)	

**AMENDMENT TO THE TWELFTH SUPPLEMENTAL
AFFIDAVIT OF JAMES H.M. SPRAYREGEN
UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014**

JAMES H. M. SPRAYREGEN, ESQUIRE, being duly sworn, deposes
and says:

1. I am a partner in the firm of Kirkland & Ellis LLP ("K&E"), 200
East Randolph Drive, Chicago, Illinois 60601. I am admitted to practice in the Supreme

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Court of Illinois, the United States District Court for the Northern District of Illinois, the United States Court of Appeals for the Seventh Circuit, the United States District Court for the Eastern District of Wisconsin, the United States District Court for the Western District of Michigan, the Supreme Court of New York, the Southern District of New York, the Eastern District of New York, the United States District Court for Arizona and the Supreme Court of the United States. I am authorized to make this affidavit on K&E's behalf.

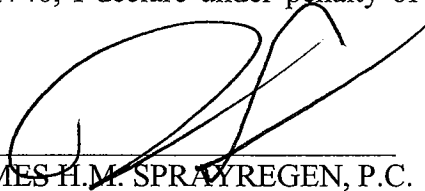
2. On or about September 20, 2004, the Twelfth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 (the "Twelfth Supplement") was filed [Docket No. 6426]. As set forth in the Twelfth Supplement, K&E performed a supplemental conflicts search in preparation and filing of Debtors' Third, Fourth, Fifth and Sixth Omnibus Objections to Claims.

3. The entities listed on Exhibit A of the Twelfth Supplement were to be those entities that K&E represented and affiliate(s) of such entities in matters unrelated to the representation of the Debtors. With this Amendment to the Twelfth Supplement, Exhibit A of the Twelfth Supplement is being corrected by deleting two erroneously listed entities that should have been listed on a separate exhibit and adding two entities that should have been included. Therefore, Exhibit A-I accurately reflects the above-mentioned disclosure and Exhibit A-II accurately contains the two entities deleted from Exhibit A of the Twelfth Supplement.

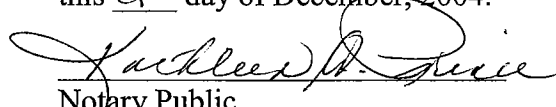
4. The two listed entities on Exhibit A-II are creditors of the Debtors which are the recipients of a direct and/or indirect investment by certain partners or former partners of K&E. Over the last several years, certain partners of K&E have

organized investment entities to passively invest in a diversified group of high quality, professionally managed venture capital and private equity funds ("PEFs") formed by some of K&E's venture capital and private equity clients. Partners of K&E passively invest in a number of PEFs which have investments in funds which are affiliated with the two (2) entities listed on Exhibit A-II hereto. These investments are unrelated to the Debtors. In addition, certain former and current K&E partners have invested in an investment vehicle known as Randolph Street Partners V which has made an investment in one of the Debtors' creditors, Rhodia Incorporated. Although the foregoing is not relevant to a determination of whether K&E is "disinterested" because such investments are unrelated to these Chapter 11 Cases, out of an abundance of caution and in the interest of full disclosure, I hereby make supplemental disclosure of this information.

5. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.


 JAMES H.M. SPRAYREGEN, P.C.
 Kirkland & Ellis LLP
 200 East Randolph Drive
 Chicago, Illinois 60601
 312/861-2000
 312/861-2200 (fax)

Subscribed and sworn to before me
 this 2nd day of December, 2004.


 Notary Public
 My Commission Expires:

